

CONE Midstream Partners LP  
 Form 4  
 November 18, 2016

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 CNX GAS CO LLC

2. Issuer Name and Ticker or Trading Symbol  
 CONE Midstream Partners LP  
 [CNNX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 1000 CONSOL ENERGY DRIVE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/16/2016

Director  10% Owner  
 Officer (give title below)  Other (specify below)

CANONSBURG, PA 15317  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3)          | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
|  |                                      |  | Code                           | V   | Amount  |  |  |
| COMMON UNITS (LIMITED PARTNER INTERESTS) | 11/16/2016                           |  | A                              |   | \$ 2,591,577<br><u>(1)</u>  | A  | D <u>(2)</u>                               |
|  |                                      |  |                                |   | 20.42<br><u>(1)</u>   |  |  |
|  |                                      |  |                                |   | 7,110,637   |  |  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 (9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| CNX GAS CO LLC<br>1000 CONSOL ENERGY DRIVE<br>CANONSBURG, PA 15317    | X             | X         |         |       |
| CONSOL Energy Inc<br>1000 CONSOL ENERGY DRIVE<br>CANONSBURG, PA 15317 | X             | X         |         |       |

## Signatures

/s/ David M. Khani, SVP and CFO of CNX Gas Company LLC 11/18/2016

\_\_Signature of Reporting Person Date

/s/ David M. Khani, EVP and CFO of CONSOL Energy Inc. 11/18/2016

\_\_Signature of Reporting Person Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Pursuant to a Contribution Agreement among the Issuer, CONE Gathering LLC ("Cone Gathering"), CONE Midstream GP LLC, the general partner of the Issuer ("General Partner"), and other parties thereto, CNX Gas Company LLC, a Virginia limited liability company ("CNX") and a 50% owner of CONE Gathering, acquired 2,591,577 Common Units of the Issuer as partial consideration for the Issuer acquiring the remaining 25% limited partner interest in CONE Midstream DevCo I LP, from CONE Gathering. The price per unit was \$20.42, the volume weighted average trading price of the Issuer's Common Units over the trailing 20-day trading period ending on November 11, 2016.

(2) This Form 4 is jointly filed by (1) CNX and (2) CONSOL Energy Inc., a Delaware corporation ("CONSOL") and the indirect parent of CNX. CONSOL may be deemed to indirectly own all of the securities held by CNX. CNX owns a 50% membership interest in CONE Gathering, which owns all of the membership interests in the General Partner. The General Partner owns a 2% general partner interest in

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the Issuer and the incentive distribution rights in the Issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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